

(1)

SUBORDINATION AGREEMENT

The undersigned, payee(s) on a promissory note dated _____ (2),
in the amount of \$ _____ (3), payable by _____ (4),
hereby agree and consent that said note shall be subordinated to all other
claims of creditors of the obligor on said note. This subordination
agreement will terminate on _____ (5), and will not be
rescinded or amended without a thirty (30) day prior written notice to the
Commissioner of Business Oversight.

Attached is a photocopy of the signed promissory note in support of this
agreement.

Date: _____

Payee

Payee

Payee

- (1) Name and address of escrow company
- (2) Date
- (3) Amount
- (4) Name of escrow company (obligor)
- (5) Not less than one year (We recommend at least 2 years or more to avoid
renewal of subordination agreement to establish liquid position.)

If promissory note previously submitted, delete last paragraph.